

STERLING AND WILSON RENEWABLE ENERGY LIMITED

FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

1. PREAMBLE:

- 1.1. Regulation 25(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) as amended stipulates that the Company shall familiarize the independent directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc., through various programmes.

2. OVERVIEW OF THE FAMILIARISATION PROCESS

- 2.1 An appointment letter is issued to the independent directors which *inter alia* states the roles, responsibilities and the fiduciary duties and the accompanying liabilities that come with the appointment as a director of the Company.
- i. The Company shall through its executive directors / senior managerial personnel conduct programs / presentations to familiarize the existing directors as well as new directors with the strategy, operations and functions of the Company;
 - ii. Such programs/presentations will provide an opportunity to the independent directors to interact with the senior leadership team of the Company and help them to understand the Company’s strategy, business model, operations, service and product offerings, markets, organization structure, finance, human resources, technology, quality, facilities and risk management and such other areas as may arise from time to time;
 - iii. The programs/presentations shall also familiarize the independent directors with their roles, rights and responsibilities;
 - iv. The Company may conduct an introductory familiarization program / presentation, when a new Independent Director comes on the Board of the Company.

3. PROGRAMME AND DISCLOSURE

- 3.1 Familiarization programme will be conducted “as needed” basis during the year.
- 3.2 As and when familiarization programme is conducted, the same will be disclosed on the website of the Company www.sterlingandwilsonre.com and a web link thereto shall also be given in the Annual Report.

4. REVIEW OF THE PROGRAM

5.1 The Board of Directors of the Company shall review this programme as and when required.

5. EFFECTIVE DATE

5.1 This programme shall be effective from the date of Listing of the securities of the Company on Stock Exchange(s).

FAMILIARISATION PROGRAMMES ORGANISED BY THE COMPANY DURING THE FINANCIAL YEAR 2023-24

During the Financial Year 2023-24, 6 (Six) presentations were made to familiarize the Directors (including Independent Directors) with the business performance, strategy, operations and functions of the Company, aggregating to a total of approx. 03:00 hours.

Details of the same are mentioned below:

Name of Director	No. of programmes attended		Approx. no. of hours (hh:mm)	
	FY 2023-24	Cumulative	FY 2023-24	Cumulative
Mr. Khurshed Daruvala	6	22	03:00	12:40
Mr. Balanadu Narayan	6	8	03:00	04:25
Mr. Cherag Saroh Balsara	6	8	03:00	04:25
Mr. Keki Elavia	6	22	03:00	12:40
Ms. Naina Krishna Murthy	3	5	01:15	02:40
Mr. Pallon Mistry [#]	1	14	00:30	08:10
Mr. Rahul Dutt [*]	Nil	Nil	Nil	Nil
Ms. Rukhshana Mistry	6	22	03:00	12:40
Mr. Saurabh Agarwal	6	8	03:00	04:25
Mr. Umesh Khanna ^{**}	4	4	01:55	01:55

[#] Ceased to be a Director of the Company on July 13, 2023

^{*} Appointed as a Director of the Company effective March 26, 2024. Nil programmes were held post his appointment.

^{**} Appointed as a Director of the Company effective July 13, 2023. 4 (Four) programmes were held post his appointment.